



Delaware Highlands Conservancy

... a land trust working with landowners to conserve the natural and cultural heritage of the Upper Delaware River region.

BY-LAWS DELAWARE HIGHLANDS CONSERVANCY

Approved October 18, 2014

ARTICLE I: NAME, PRINCIPAL OFFICE AND PURPOSE

- 1.01. The name of the Corporation is the DELAWARE HIGHLANDS CONSERVANCY (hereinafter "DHC").
- 1.02. The post office address of the DHC is P.O. Box 218, Hawley, PA 18428.
- 1.03. The purposes of the DHC are:
 - (a) to acquire, protect, and preserve Natural Resources for the benefit of the general public. "Natural Resources" means land and wildlife including, but not limited to, streams, marshlands, swamps, woodlands, parks and other open spaces, and plant and animal life;
 - (b) to acquire, protect and preserve unique historic and scenic sites;
 - (c) to promote, by way of educating the public and otherwise: (i) the protection, conservation and preservation of Natural Resources; and (ii) the scientific study of environmental stewardship;
 - (d) to acquire, by gift, purchase or otherwise, interests in real or personal property, both tangible and intangible, for use by the Board of Directors to further these purposes;
 - (e) to use any and all corporate assets, and net earnings and proceeds thereof, as deemed necessary by the Board of Directors, to further the purposes of DHC;
 - (f) to do any and all things permitted by the laws of the Commonwealth of Pennsylvania and the State of New York as now or hereafter enacted; and
 - (g) to carry on all activities as are permitted a corporation formed exclusively for charitable, scientific and educational purposes, and that are exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code, as amended. (Political activities are not permitted under Section 501 (c)(3).)

ARTICLE II: MEMBERS

- 2.01 **MEMBERSHIP:** Any individual, family, or organization whose aims and actions are compatible with the purposes of the DHC may become a member upon payment of dues.
- 2.02 **DUES:** Dues for all categories of membership shall be paid annually. Classes of membership, and the amount and schedule of dues payments will be determined by the Board or the Executive Director. Members will have 30 days to pay their Annual dues from the time they are notified by the DHC. If payment is not made within the 30 days, membership may be terminated. Members who fail to pay their dues within the required time shall not be considered Members in Good Standing until such time as the delinquent dues are paid.
- 2.03 **POWER TO VOTE AND HOLD OFFICE:** Individual and organization members shall have power to vote, but only adult individual members may hold office. Individual adult, family and organization memberships will each have one vote. An organization's president, or his/her designee who has written authority signed by the president of that organization, shall have the power to vote on behalf of the organization. In order to vote or hold office, the member must be a Member in Good Standing.
- 2.04 **RESIGNATION:** Any member may resign his/her membership by notifying DHC.

ARTICLE III: MEETING OF MEMBERS

- 3.01 **ANNUAL MEETING:** There shall be an Annual Meeting of the members of the DHC during the month of October. This meeting, in the last quarter of the fiscal year, is for the election of directors from among the members of DHC eligible to serve and the transaction of such other business as may properly come before the meeting. Each Annual Meeting shall be at such place and hour as designated by the Board of Directors.
- 3.02 **NOTICE OF ANNUAL MEETING:** Written notice of the meeting shall be given to each member at least 10 days before the date of the meeting.
- 3.03 **SPECIAL MEETINGS:** Special Meetings of the members may be called at any time by the President or by any six members of the Board of Directors by written request presented to the Secretary of the DHC.
- 3.04 **NOTICE OF SPECIAL MEETINGS:** Written notice of the place, date and hour of each Special Meeting shall be given to all members by the Secretary of the DHC at least three days prior to the Special Meeting date.
- 3.05 **QUORUM:** Ten percent of the membership entitled to vote, who are voting either in person or by proxy, shall constitute a quorum for the transaction of business at any Annual Meeting or Special Meeting of members.
- 3.06 **PROXY VOTES:** Votes may be cast in person or by proxy. All proxy votes shall be in writing on forms prescribed by DHC, signed and dated by the person who is entitled to

vote. All proxy votes shall be filed with the Executive Director ten (10) days prior to the meeting. All proxy votes shall have specific voting instructions for the coming Membership Meeting or give general authorization to vote on all matters. Any proxy vote shall be void if it is not dated or if it purports to be revocable without notice. Any proxy vote given pursuant to this section shall terminate after the first meeting following the date of proxy.

ARTICLE IV - BOARD OF DIRECTORS

- 4.01 **NUMBER AND TERM:** The number of members which shall constitute the full Board of Directors shall be at least seven (7) and no more than twenty-one (21). Membership on the Board of Directors shall include persons who represent the diverse characteristics of the Delaware Highlands Conservancy's constituency and who are supportive of the DHC's goals. Board members shall be dues paying members of the DHC. Paid staff may not serve on the Board of Directors.

Board Members are elected for three-year terms; any member of the Board of Directors may serve three consecutive three-year terms. A member who has served three consecutive three-year terms may become eligible for election to the Board of Directors following an absence from the Board for at least one year. In addition to the full Board as specified above two non-voting members of the Board of Directors, chosen by the Board, may be students enrolled in ninth or higher grades at any accredited high school or college in DHC's operating region (Wayne and Pike Counties PA, and Sullivan and Delaware Counties NY). Said members shall serve for a term of one year and may serve up to three consecutive terms. With the exception of ex-officio and student directors, only members of DHC shall be eligible for election to the Board of Directors.

- 4.02 **NOMINATIONS:** Nominations of candidates for the Board of Directors shall be made by a Governance Committee, pursuant to the provisions of Section 5.02. The nominations of the Governance Committee shall be announced to the members by having the nominations enclosed with the notice of the Annual Meeting sent to all members pursuant to the provisions of Section 3.02. Nominations of candidates for the Board of Directors may also be made by the membership by notifying the Secretary of DHC, at least twenty (20) days prior to the date of the Annual Meeting of the members, of the consent of the nominee(s) and by submitting a nominating petition naming the nominee(s), signed by at least twenty (20) members. Nominations shall not be made from the floor at the Annual Meeting.
- 4.03 **RESIGNATION:** Any Director may resign at any time. Such resignation shall be made in writing and shall take effect at the time of its receipt by the Secretary of DHC, unless some other time is fixed in the resignation. The acceptance of a resignation shall not be required to make it effective.
- 4.04 **VACANCIES:** A vacancy on the Board, no matter how arising, may be filled by appointment of a Director by the Board of Directors, to fill such vacancy until the next

Annual meeting election, when an election for the full term of that board position will be held.

- 4.05 **POWERS:** The Board of Directors shall have and exercise full power and authority to do any and all things deemed necessary or expedient in the government, management and control of the business and affairs of DHC. Decisions will be made by a simple majority of those Board members present, provided there is a quorum.
- 4.06 **BORROWING MONEY AND REAL ESTATE TRANSACTIONS:** The Board of Directors shall have power to borrow money and to purchase in fee simple or any lesser interest any interest in property, real or personal, and the power to sell, in fee simple or any lesser interest, lease away, or otherwise dispose of any property, or Interest in property, real or personal, owned by DHC.
- 4.07 **DUTIES:** Individual Board members shall:
- establish policy, budgets and procedures for the DHC;
 - be responsible for long range planning for the DHC;
 - establish the dates, times and places of the meetings of the full membership;
 - approve formation of & monitor progress of committees and serve on at least one;
 - participate in DHC fundraising activities;
 - review quarterly financial reports;
 - arrange for an independent annual financial review;
 - employ the Executive Director who shall manage, on a day to day basis, the activities of the DHC within the established policies, budgets and procedures;
 - review the annual report prepared by DHC President or Executive Director; and
 - plan and execute such other appropriate measures to best promote the purposes of and financially stabilize the DHC.
- 4.08 **REGULAR MEETINGS:** Regular Meetings of the Board may be held at such time and place as shall from time to time be determined by the Board, and may be adjourned by the Directors present to any other time and place. A Regular Meeting for the election of officers and the transaction of such other business as may properly come before the meeting shall be held immediately following each Annual Meeting of members in each year.
- 4.09 **SPECIAL MEETINGS:** Special Meetings of the Board may be called at any time by the President or by one-third of the members of the Board by written request presented to the Secretary of DHC.
- 4.10 **NOTICE:** Written notice of Regular Meetings, and written or oral notice of Special Meetings, of the Board of Directors shall be given at least three days in advance of such Regular Meeting or Special Meeting and shall state the date, place and hour of meeting.
- 4.11 **QUORUM:** A number representing a majority of the current Board of Directors shall constitute a quorum for the transaction of business at any Regular Meeting or Special

Meeting of the Board. Ex-officio Board members shall not be considered for the purpose of determining whether a quorum is present.

- 4.12 **PARTICIPATION IN MEETINGS:** One of more persons may participate in a meeting of the Board of Directors or a committee of the Board by means of conference telephone or similar communications equipment, provided all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting. The Board may also approve a policy by unanimous written consent. Telephone polling of votes for Executive Committee or other committees is permissible, however written confirmation of such votes must be received at the Corporation's principal office within five business days after such vote is taken.
- 4.13 **EX-OFFICIO MEMBERS:** Individuals may become ex-officio members of the Board of Directors by appointment by the majority of the regular Board members present at any Regular Meeting or Special Meeting. (Ex-officio members do not have the power to vote.)
- 4.14 **ATTENDANCE:** If a regular Board member misses three (3) consecutive meetings without prior notification, he/she shall be deemed to have resigned and shall be notified by the Secretary. The Board may however appoint that person as an Ex-officio Board member.

ARTICLE V: COMMITTEES

- 5.01 **EXECUTIVE COMMITTEE:** There shall be an Executive Committee which shall consist of the President, Vice President, Secretary, Treasurer, and at least one other member of the Board of Directors nominated and elected by the Board. The President shall be chairman of the Executive Committee. The Executive Committee shall have and may exercise, during intervals between meetings of the Board of Directors, any and all powers vested in the Board, except for the ability to enter into real property transaction.
- 5.02 **GOVERNANCE COMMITTEE:** There shall be a Governance Committee, whose duties shall include: the nomination of Directors for election at such Annual Meeting and for the nomination of principal officers for election by the Directors pursuant to Section 6.01; and provision of oversight of the Board of Directors operations. This Committee shall consist of two Directors, whose terms will not expire at such Annual Meeting, and one member at large. Must contain at least one member of the Board of Directors.
- 5.03 **LAND PROTECTION COMMITTEE:** There shall be a Land Protection Committee whose duties shall include: the oversight of the DHC's land protection policies; the evaluation of lands to be protected and the strategies to implement a land protection project; and to make recommendations to the Board on land protection work. The committee must contain at least one member of the Board of Directors
- 5.04 **FINANCE COMMITTEE:** There shall be a Finance Committee whose duties shall include the oversight of the DHC's financial information so that the Board has the reports

needed to make decisions about allocation of financial resources toward the DHC's activities. The Treasurer shall serve as the chair of the Finance Committee.

- 5.05 OUTREACH & DEVELOPMENT COMMITTEE: There shall be an Outreach and Development Committee whose duties shall include advising the Board on the creation, implementation, and evaluation of the DHC's fundraising and education strategy. The committee must contain at least one member of the Board of Directors.
- 5.06 OTHER COMMITTEES: The President shall, with the advice and consent of the Board of Directors, create such other committees as may be deemed necessary or desirable and appoint their members. Any committee may create such sub-committees as may be deemed necessary or desirable. Any committee, other than the Executive, Governance Land Protection and Finance committee, may, at the discretion of the President, include individuals who are not members of the Board of Directors; such persons must, however, be members of DHC.
- 5.07 VACANCIES: A vacancy in the Chair for any committee, however arising, may be filled by the President with the advice and consent of the Board of Directors. A vacancy in any sub-committee Chair may be filled by the committee which created the sub-committee.
- 5.08 MEETINGS: Each committee and subcommittee shall meet a minimum of twice per year. The date, time and place of such meetings shall be set by the chairman of each committee or subcommittee or at such other regular times as it shall choose by majority vote of the members of the committee or subcommittee.
- 5.09 QUORUM: A majority of the members of the Executive Committee, or any other committee or subcommittee, shall constitute a quorum for the transaction of business at a meeting of any committee or subcommittee.
- 5.10 RULES AND RECORDS: Each committee and subcommittee shall prescribe its own rules and keep written records of all its meetings.

ARTICLE VI: OFFICERS

- 6.01 PRINCIPAL OFFICERS: The principal officers of DHC, to be elected by the Board of Directors from its own membership at its Regular Meeting immediately following each Annual Meeting of members, shall be a President, a Vice President, a Secretary and a Treasurer. The Governance Committee established pursuant to Sections 4.02 and 5.02 above shall make nominations of the principal officers prior to said meeting. Such officers shall hold office (i) until the next Regular Meeting of the Board for the election of officers and until their successors are elected and accept the position or (ii) until their death, resignation or removal. The offices of Secretary and Treasurer may be held by the same person. The Board may designate one or more persons to act as Assistant Secretary and Assistant Treasurer, none of whom need be members of the Board or of DHC.

- 6.02 VACANCIES: If for any reason any principal office is vacant, the Executive Committee shall appoint a member of the Board to fill such office until the next Regular Meeting of the Board.
- 6.03 EXECUTIVE DIRECTOR: An Executive Director may be appointed by, and shall serve at the pleasure of, the Board of Directors on such terms, including compensation, as the Board shall prescribe. As the chief executive and operating officer of the DHC, the Executive Director shall have the general charge of the administration of the DHC's operations and programs, and, specifically, shall perform such duties as may from time to time be assigned to him/her by the Board, by the Executive Committee or the President. The Executive Director will be responsible to the Board of Directors.
- 6.04 OTHER OFFICERS AND AGENTS: In addition to the position of Executive Director, the Board of Directors or the Executive Committee may appoint subordinate officers and agents of DHC, prescribe their compensation and take from them such bond and security as the Board may deem appropriate. Such subordinate officers and agents of the DHC shall hold their offices subject to the pleasure of the Board.

ARTICLE VII: DUTIES OF OFFICERS

- 7.01 PRESIDENT: The President shall preside at all meetings of the DHC, of the Board of Directors, and of the Executive Committee. The President shall generally perform all duties ordinarily devolving upon the office of President. The President shall perform such other duties and functions as may be prescribed in these By-Laws or as directed by the Board of Directors. The President is a non-voting ex-officio member of all Board committees, except that the President is a voting member of the Executive Committee.
- 7.02 VICE PRESIDENT: The Vice President shall perform the duties of President when for any reason the President is unable to perform his/her duties, and in addition shall perform such duties as may be prescribed by resolution of the Board of Directors or by the President.
- 7.03 PRESIDENT PRO TEMPORE. In the absence of both President and Vice President, the duties pertaining to the office of the President shall be performed by a President Pro Tempore elected by the Board of Directors.
- 7.04 SECRETARY: The Secretary shall, under the direction of the President, keep the minutes of all meetings of the members of the DHC and of the Board of Directors. The Secretary shall notify Board members of their election and shall notify Board members of all Regular Meetings and Special Meetings of the Board of Directors. In the event of temporary absence or disability of the Secretary, or if the Secretary so delegates, his/her duties may be performed by an Assistant Secretary, the Treasurer or an Assistant Treasurer.
- 7.05 TREASURER: The Treasurer shall, in addition to the usual duties devolving upon the office of Treasurer, make a financial report at each Annual Meeting of the voting

members of the DHC. In the event of temporary absence or disability of the Treasurer, or if the Treasurer so delegates, his/her duties may be performed by an Assistant Treasurer, the Secretary or an Assistant Secretary.

SECTION VIII: FISCAL POLICIES

- 8.01 FISCAL YEAR: The Fiscal year for all business transactions shall correspond with the calendar year.
- 8.02 DEPOSITORIES: The Board of directors may establish such accounts with banks, trust companies, and other fiduciary institutions as it deems appropriate.
- 8.03 AUDIT: There shall be an annual financial statement of accounts prepared by the DHC independent CPA as soon as possible after the close of each fiscal year. This statement can either be compiled, reviewed, or audited, based upon DHC grant requirements. The statement will be reviewed by the Finance Committee and then presented to the Board of Directors.
- 8.04 DISSOLUTION: Upon dissolution, the DHC's assets shall be transferred to one or more organizations which have the same or similar purposes carrying on the same or similar activities and which are described In Section 501(c)3 of the Internal Revenue Code or any corresponding future provision of the internal Revenue Code.

ARTICLE IX: CONTRACTS, NOTES, CHECKS, ETC.

- 9.01 All contracts and agreements authorized by the Board of Directors or the Executive Committee and all checks, drafts, or wire transfer authorizations shall, except for those in an amount greater than Five Thousand (\$5,000.00) Dollars, be signed (or approved) by one of the following: President, Vice President, Secretary, Treasurer, or other Board of Director designated Assistant Secretary, Assistant Treasurer, or Executive Director. Contracts and agreements, as well as checks, drafts or wire transfer authorizations in excess of Five Thousand (\$5,000.00) Dollars, shall be signed by any two (2) of such persons unless otherwise pre-authorized by the Board (ie. easement closings). The Board of Directors may also authorize any one of such persons or the Executive Director to regularly sign checks, drafts and orders for the payment of money that occur on a regular basis (ie. payroll, payroll withholding tax, etc) and may authorize other employees of DHC to execute checks, drafts and orders for the payment of money.

ARTICLE X: INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

- 10.01 DHC shall indemnify any person who was, or is a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of DHC) by reason of the fact that he/she is or was a director, officer, committee member, or employee of DHC, or is or was serving at the request of DHC as a director, officer, committee member, or employee of another corporation, partnership, joint venture, trust

or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the DHC and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in, or not opposed to, the best interests of the DHC, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

- 10.02. DHC shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of DHC to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer, committee member, or employee of DHC, or is or was serving at the request of DHC as a director, officer, committee member, or employee of another DHC, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the DHC and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the DHC unless and only to the extent that the court of common pleas of the county in which the registered office of the DHC is located or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court of common pleas or such other court shall deem proper.
- 10.03. To the extent that a director, officer, committee member, or employee of DHC has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 10.01 and 10.02, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.
- 10.04 Any indemnification under Sections 10.01 and 10.02 (unless ordered by a court) shall be made by DHC only as authorized in the specific case upon a determination that the indemnification of the director, officer, committee member, or employee is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Sections 10.01 and 10.02. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable a majority vote of a quorum is not obtainable, or even if obtainable a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by majority vote of a quorum of the members of DHC entitled to vote.

10.05. In accordance with and to the fullest extent permitted by the Directors' Liability Act, 42 Pa. C.S.A. Section 8361 et seq., no person who is or was a director of DHC shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a director, unless:

- (a) The director has breached or failed to perform the duties of his/her office as defined in 42 Pa. C.S.A. Section 8363 (relating to standard of care and justifiable reliance); and
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

10.06. If Pennsylvania law hereafter is amended to authorize the further elimination of, or limitation on, the liability of directors, then the liability of a director of DHC in addition to limitation on personal liability provided herein, shall be limited to the fullest extent permitted by law.

ARTICLE XI: AMENDMENTS

11.01 The power to make, supplement, amend and repeal these By-Laws, in whole or in part, shall be vested only in the members of DHC and may be exercised only at an Annual Meeting or Special Meeting of the members of DHC after notice of the proposed change(s) in the By-Laws has been given to the members. Changes in the By-Laws may be proposed by an officer or member of the Board of Directors of DHC, or by Twenty (20) concurring members of DHC, by submitting the proposed change(s) to the Secretary of DHC so that notice of the proposed change(s) can be mailed to the members with the notice of the next meeting of the members pursuant to Sections 3.01 and 3.02 or 3.03 and 3.04 of these By-Laws. At the time that notice of proposed change is mailed to members, the Board of Directors shall make recommendation to the members whether to vote for or against the proposed change(s). A two-thirds vote of the members present at any Annual Meeting or Special Meeting shall be necessary to change these By-Laws.

Revision History:

Replaces version approved October 23, 2010